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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

**FLORIDA PROFIT CORPORATION OR P.A.**

**a.w.c. enterprises, II, inc.**

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

A.W.C. ENTERPRISES, II, INC.

ARTICLE I

The name of this corporation (which is hereinafter called the "corporation") is:

A.W.C. ENTERPRISES, II, INC.

ARTICLE II

The general nature of the business to be transacted and the object and purposes for this corporation shall be unlimited as the laws of the State of Florida may allow.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, having a par value of \$1.00. The consideration to be paid for each share shall not be less than \$1.00 in money, property or services.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The initial address of the corporation shall be:

1152 N. University Drive, Suite 201  
Pembroke Pines, Florida 33024

The Registered Agent for said corporation shall be: ALAN W. COHN, ESQ., whose law office address is 1152 N. University Drive, Suite 201, Pembroke Pines, Florida 33024.

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**ARTICLE VI**

This corporation shall have one director. The number of directors may be increased or diminished from time to time in the manner provided for in the by-laws of the corporation, but shall never be less than one (1) nor more than fifteen (15).

**ARTICLE VII**

The name and street addresses of the members of the Board of Directors is:

ALAN W. COHN  
1152 N. University Drive, Suite 201  
Pembroke Pines, Florida 33024

**ARTICLE VIII**

The officers of this corporation are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
ALAN W. COHN, PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER	1152 N. University Drive, Suite 201 Pembroke Pines, Florida 33024

The said Directors and Officers shall hold office for the first year of the corporation or until their successors are elected or appointed and shall have qualified; provided, that nothing herein contained shall be construed as prohibiting the Directors of the corporation from filling vacancies in the offices caused by the resignation, death or removal of Directors or Officers. The name and address of the person signing these Amended Articles of Incorporation is.

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
ALAN W. COHN	1152 N. University Drive, Suite 201 Pembroke Pines, Florida 33024

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ARTICLE IX

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The corporation reserves the right from time to time to amend, alter or appeal any provisions in its Articles of Incorporation to any manner now or hereafter permitted by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE X

The initial by-laws shall be adopted by the Board of Directors. The by-laws may contain any provision for the regulation and management of the affairs of the corporation not in consistent with Statute or with these Articles of Incorporation.

ARTICLE XI

Corporate existence shall begin upon the filing of the Articles of Incorporation with the Department of State of the State of Florida, or upon filing with the Secretary of State's office within (5) days of the date of notarization.

ARTICLE XII

Subject to the provisions of the Florida General Corporation Act, no contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director or Officer of this Corporation is interested in, or is a director or officer of, such other corporation, and any director or officer, individually or jointly, may be a party to, or may be interested in any contract or transaction of this corporation or in which this corporation is interested, and no contract, or other transaction of this corporation with any person, firm, or corporation, shall be affected by the fact that any director or officer of this corporation is a party in any way connected with such person, firm or corporation and every person who may be director or officer of this corporation is hereby relieved from any liability that might otherwise exit

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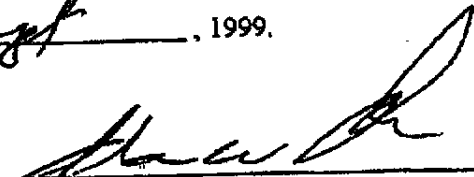
from contracting with this corporation for the benefit of himself or any firm, association, or a corporation in which he may be in any way interested.

**ARTICLE XIII**

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

The Articles of Incorporation were adopted on September 15, 1999 by the Board of Directors without shareholder action as no shareholder action was required.

IN WITNESS WHEREOF, I the undersigned sole officer and director, have hereunto set my hand and seal this 16 day of Sept, 1999.

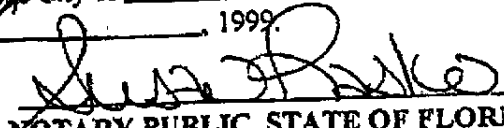
  
ALAN W. COHN (President) (SEAL)

STATE OF FLORIDA )  
 )SS  
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared ALAN W. COHN, who acknowledged before me that he signed the foregoing Article of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at the City of Pembroke Pines, County of Broward, State of Florida, this 16 day of Sept, 1999.

MY COMMISSION EXPIRES:

  
NOTARY PUBLIC, STATE OF FLORIDA



Susan Rasko  
Commission # CC 794922  
Expires DEC. 14, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

**ACKNOWLEDGMENT BY REGISTERED AGENT**

ALAN W. COHN, having been named in the Articles of Incorporation to accept service of

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process for the above named corporation at the place designated herein, hereby accepts and consents to act in this capacity and agrees to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

  
ALAN W. COHN

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